

accommodations of up to \$\_\_\_ million in aggregate principal amount at any one time outstanding and otherwise agree to the use of the Company's Cash Collateral, if any (the "Loan Agreement");

FURTHER RESOLVED, that in the judgment of the Board of Directors upon review of the draft of the Loan Agreement dated [April] \_\_, 2003, it is desirable and in the best interests of the Company that the Company execute the Loan Agreement and any related documents, agreements and instruments, and enter into, and perform its obligations under the Loan Agreement and any related documents, agreements and instruments;

FURTHER RESOLVED, that the Guaranty of the obligations of Mallard Cablevision and SunTel under the Loan Agreement by the Company is reasonably expected to benefit directly or indirectly, the Company as a Guarantor thereunder,

FURTHER RESOLVED, that each of the Authorized Filing Officers, and such other officers of the Company as the Authorized Filing Officers shall from time to time designate, be, and each hereby is, authorized, empowered and directed to execute and deliver the Loan Agreement for and in the name of, and on behalf of the Company, with such changes as any such officers may deem necessary, desirable or appropriate, the delivery or execution thereof by any such officer being conclusive evidence that such officer deemed such delivery or execution to be necessary to be desirable, or appropriate;

FURTHER RESOLVED, that all the transactions contemplated by the Loan Agreement with respect to the Company, be, and they hereby are authorized, approved, ratified, confirmed and adopted in all respects in the terms and conditions set forth therein;

FURTHER RESOLVED, that each of the Authorized Filing Officers, and such other officers of the Company as the Authorized Filing Officers shall from time to time designate, be, each of them acting singly hereby is, authorized, empowered and directed, for and in the name of and on behalf of the Company, to execute and delivery all such documents, agreements or instruments as may be necessary, desirable or appropriate to implement the transactions described in the Loan Agreement, the execution thereof by any such officers being conclusive evidence that such officers deemed such execution to be necessary, desirable or appropriate;

FURTHER RESOLVED, that any and all actions heretofore or hereafter taken by the Authorized Filing Officers, and such other officers of the Company as the Authorized Filing Officers shall from time to time designate, in connection with the transactions contemplated by the Loan Agreement or any related documents, agreements or instruments, or otherwise within the terms of the foregoing resolutions, are hereby authorized, approved, ratified, confirmed, and adopted in their entirety;

FURTHER RESOLVED, that each of the Authorized Filing Officers, and such other officers of the Company as Authorized Filing Officers shall from time to time designate, and any employees, agents (including counsel) designated by or directed by any such officers be, and each of them acting singly hereby is, authorized, empowered and directed, for and in the name of, and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, documents, motions, papers,

05/09/2003 19:43 FAX 231 932 8823

SUNTEL/MALLARD

05/09/2003 16:54 BLANK ROME COMISKY + 912319328623

0003  
N.J. 340 10003

MAY-09-03 FRI 01:06 PM THE BACKE GROUP

FAX NO. +

P. 02

04/30/2003 02:38 2122874685

MAY-09-03 FRI 10:54 AM THE BACKE GROUP

BS MEDIA NY

FAX NO. +

PAGE 01  
P. 02

IN WITNESS WHEREOF, the undersigned being the controlling shareholder and the directors of the Company have executed this written consent as of this 9<sup>th</sup> day of May, 2003.

**SHAREHOLDER:**

SM CABLE HOLDINGS, LLC, a Nevada limited liability company

By: [Signature]  
Name: J. William Grimes  
Title: Manager

**DIRECTORS:**

By: \_\_\_\_\_  
Name: Earl Macomber  
Title: Manager

By: [Signature]  
Name: J. William Grimes  
Title: Manager

By: \_\_\_\_\_  
Name: Richard Bersola  
Title: Manager

[Signature Page to Joint Action by Written Consent of the Directors and Shareholder of Mallard Holdings, Inc.]

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

**United States Bankruptcy Court  
District of Delaware**

In re Mallard Holdings, Inc.

Debtor

Case No. \_\_\_\_\_

Chapter \_\_\_\_\_

11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re : Chapter 11  
MALLARD HOLDINGS, INC., : Case No. 03-\_\_\_\_\_( )  
Debtor. : Jointly Administered

**DECLARATION UNDER PENALTY OF PERJURY**

I, the undersigned authorized officer of Mallard Holdings, Inc., the corporation named as the Debtor in this case (the "Debtors"), declare under penalty of perjury under the laws of the United States of America that I have read the foregoing list of the 20 Largest Unsecured Creditors of the Debtors (the "Top 20 List") and that it is true and correct to the best of my information and belief.

Dated: May 9, 2003

  
RICHARD W. EBERSOLE  
Chief Financial Officer

**FLEISCHMAN AND WALSH, L. L. P.**

**ATTORNEYS AT LAW**

A PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION

**1400 SIXTEENTH STREET, N. W.  
WASHINGTON, D. C. 20036**

TEL (202) 939-7900 FAX (202) 745-0916

INTERNET [www.fw-law.com](http://www.fw-law.com)

**AARON I. FLEISCHMAN**

**FLEISCHMAN AND WALSH, P. C.  
CHARLES S. WALSH  
ARTHUR H. HARDING  
STUART F. FELDSTEIN  
JEFFREY L. HARDIN  
STEPHEN A. BOUCHARD  
R. BRUCE BECKNER  
CHRISTOPHER G. WOOD  
SETH A. DAVIDSON  
JAMES F. MORIARTY  
MATTHEW D. EMMER  
LOUIS H. DUPART  
SHARON O'MALLEY MONAHAN\*\*  
LAWRENCE R. FREEDMAN  
ERIC E. BREISACH\*\*\*  
JOEL D. BONFIGLIO  
SETH M. WARNER**

**JILL KLEPPE McCLELLAND  
REGINA FAMIGLIETTI PACE  
CRAIG A. GILLEY  
MARK D. PIHLSTROM  
BRIAN C. MALADY  
THOMAS E. KNIGHT  
MARK B. DENBO  
STEVEN J. HAMRICK  
KEVIN C. BRENNAN  
RICHARD L. DAVIS  
SHARI L. WILKOZEK +  
LISA CHANDLER CORDELL  
JOHN P. McALLISTER ++  
DAVID J. LAVAN  
AIMEE E. KNAPP  
KRISTA K. STARK ++  
ANDREW QUINN ++  
JAMES N. MOSKOWITZ**

June 6, 2003

**VIA COURIER**

**Federal Communications Commission  
Media Bureau  
P.O. Box 358205  
Pittsburgh, PA 15251-5205**

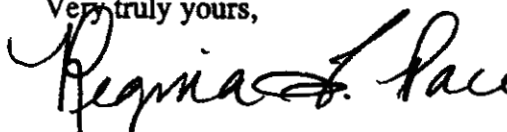
**Re: SunTel Communications, L.L.C./  
SunTel Communications, L.L.C., Debtor-in-Possession  
Application for Consent to *Pro Forma* Assignment of Two CARS Stations**

**Dear Sir or Madam:**

Transmitted herewith, in triplicate, on behalf of SunTel Communications, L.L.C., Debtor-in-Possession, is an application for consent to the *pro forma* assignment of the two CARS station licenses listed at Exhibit A from SunTel Communications, L.L.C. to SunTel Communications, L.L.C., Debtor-in-Possession as fully described in the exhibits accompanying the above-referenced application. Transmitted herewith, additionally, is a check in the amount of \$440.00 made payable to the Commission to cover the appropriate filing fee, as well as an FCC Form 159.

Should there be any questions concerning this application, please communicate directly with the undersigned.

Very truly yours,



**Regina Famiglietti Pace  
Counsel for SunTel Communications, L.L.C.,  
Debtor-in-Possession**

**Enclosures  
156966**

\* VA BAR ONLY  
\*\* MA BAR ONLY  
\*\*\* HI AND IL BAR ONLY  
+ IL BAR ONLY  
++ LEGISLATIVE, NON-LAWYER

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB

3060-0589

Page No 1 of 1

(1) LOCKBOX #

358205

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

SunTel Communications, L.L.C., Debtor-in-Possession

(3) TOTAL AMOUNT PAID (U.S. Dollars and

\$440.00

(4) STREET ADDRESS LINE NO. 1

3281 Racquet Club Drive

(5) STREET ADDRESS LINE NO. 2

Suite B

(6) CITY

Traverse City

(7) STATE

MI

(8) ZIP CODE

49684

(9) DAYTIME TELEPHONE NUMBER (include area code)

231-932-7113

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

0009-0667-88

(12) PAYER (TIN)

13-4029809

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B  
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

(14) STREET ADDRESS LINE NO. 1

(15) STREET ADDRESS LINE NO. 2

(16) CITY

(17) STATE

(18) ZIP CODE

(19) DAYTIME TELEPHONE NUMBER (include area code)

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

(22) APPLICANT (TIN)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

WHZ-449

(24A) PAYMENT TYPE CODE

TIC

(25A) QUANTITY

1

(26A) FEE DUE FOR (PTC)

\$220.00

(27A) TOTAL FEE

\$220.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

WMC-694

(24B) PAYMENT TYPE CODE

TIC

(25B) QUANTITY

1

(26B) FEE DUE FOR (PTC)

\$220.00

(27B) TOTAL FEE

\$220.00

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, Regina F. Pace

, certify under penalty of perjury that the foregoing and supporting information is true and correct to  
the best of my knowledge, information and belief.

SIGNATURE

*Regina F. Pace*

DATE 06/06/03

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER

EXPIRATION

☐ MASTERCARD

☐ VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE

DATE

FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554

Approved by OMB  
3060-0056

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE A FCC/MELLON JUN 062003 Page 1 of 10

- 1.(a) Application for: ☐ License ☐ Renewal ☒ Assignment of License (pro forma)  
(Check only one box) ☐ Modification ☐ Reinstatement ☐ Transfer of Control  
☐ Amendment of Application

(b) Does this application refer to an existing station? ☒ YES ☐ NO If "YES," give call sign See Exhibit A

(c) If this application is for a modification of a licensed station, check the box(es) for the appropriate description(s). Attach as Exhibit A-1 a complete explanation of the modification or proposed construction.

- ☐ Add Channel(s) ☐ Change Transmit Site ☐ Add Receive Site(s) ☐ Change Antenna System  
☐ Delete Channel(s) ☐ Change Operating Power ☐ Delete Receive Site(s) ☐ Change Height of Antenna Structure  
☐ Change Transmitter ☐ Change Receive Site(s) ☐ Change Height of Antenna  
☐ Other (Specify)

2.(a) Indicate the name, mailing address, and telephone number of the applicant.

LEGAL NAME OF APPLICANT (If person, list last name first)				
SunTel Communications, L.L.C., Debtor-in-Possession				
CONTINUE NAME HERE IF NEEDED				
ASSUMED NAME USED FOR DOING BUSINESS (If any)				
MAILING STREET ADDRESS OR P.O. BOX				
3281 Racquet Club Drive, Suite B				
CITY	STATE	ZIP CODE	AREA CODE	TELEPHONE NO.
Traverse City	MI	49684	(231)	932-7113

(b) Indicate Internal Revenue Service Employer Identification (E.I.) Number used by the applicant.  
If the applicant has no E.I. Number, use Social Security Number.

E.I. NO. (OR SOC. SEC. NO.)  
13-4029809

(c) Indicate the name, mailing address, and telephone number of person to contact, if other than applicant.

NAME OF CONTACT PERSON (Last name first)				
Pace, Regina F.				
CONTINUE NAME HERE IF NEEDED				
FIRM OR COMPANY NAME				
Fleischman and Walsh, L.L.P.				
MAILING STREET ADDRESS OR P.O. BOX				
1400 Sixteenth Street, NW, Suite 600				
CITY	STATE	ZIP CODE	AREA CODE	TELEPHONE NO.
Washington	DC	20036	(202)	939-7900

Attach as Exhibit A-2 the name, mailing address, and telephone number of each additional person who should be contacted, if any.

(d) Indicate the address where the station's records will be maintained.

STREET ADDRESS				
On file				
CITY	STATE	ZIP CODE		

	YES	NO
3.(a) Will the applicant provide program material to cable television systems other than those which the applicant owns or operates?		X
If "YES," attach as Exhibit A-3 a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing basis; or a copy of a written statement specifying that service will be provided without charge.		
(b) Will the applicant control the station equipment?	X	
(c) Will the applicant have unlimited access to the equipment?	X	
(d) Will effective measures be taken to prevent use of the equipment by unauthorized persons?	X	
(e) Has the applicant or any controlling party to this application had any FCC station license, permit, or authorization revoked?		X
If "YES," attach as Exhibit A-4 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.		
4. Attach as Exhibit A-5 a statement showing that the applicant is eligible, pursuant to Part 78 of the Rules, to be a licensee.		
5. Attach as Exhibit A-6 a map or drawing of appropriate detail showing the complete proposed relay system including points of interconnection, if any, with other cable television relay stations, common carrier stations, and/or other stations. The map or drawing should show the following:		
(a) Direction of true north;		
(b) Location of transmitting site(s), the location of any intermediate relay station(s), passive repeater(s), and terminal receiving point(s);		
(c) Call sign(s) and licensee(s) of any station(s) to which applicant's proposed station will be interconnected;		
(d) Every path number for the station for which this application is filed.		
6. For a new station, new receive site, or change in azimuth, transmit antenna, power (increase only), or frequency of an existing station, attach as Exhibit A-7 a statement or showing detailing the results of a frequency coordination study performed pursuant to Section 78.36 of the FCC Rules by a technically qualified person or entity (e.g. local coordinating committees, frequency engineering firms, etc.).		
7. Is the applicant, or any of its partners, members, or owners, a foreign government or the representative thereof?		X

## CERTIFICATION

All the statements made in the application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The applicant certifies that he has a current copy of the Commission's Rules governing the Cable Television Relay Service (CARS).

The applicant waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.


I CERTIFY that the statements in this application are true, complete, and correct to the best of my knowledge and belief and are made in good faith.	SIGNATURE 	DATE 6/4/03
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	PRINT FULL NAME Richard W. Ebersole	
(Check appropriate classification)		
<input type="checkbox"/> INDIVIDUAL APPLICANT	<input type="checkbox"/> MEMBER OF APPLICANT PARTNERSHIP	<input checked="" type="checkbox"/> OFFICER OF APPLICANT CORPORATION Limited Liability Company
<input type="checkbox"/> OFFICER OF APPLICANT ASSOCIATION	<input type="checkbox"/> OFFICIAL OF APPLICANT GOVERNMENTAL ENTITY	



EXHIBIT A

CALL SIGN

WHZ-449  
WMC-694

LOCATION

Dyer Mountain, CA  
Gorman, CA

::ODMA\MHODMA\Menage;166796;1

**EXHIBIT A-5**

This filing is occasioned by the Chapter 11 bankruptcy filing of the licensee of the CARS stations listed on Exhibit A hereto (see also Exhibit B-6 hereto). SunTel Communications, L.L.C. is now known as SunTel Communications, L.L.C., Debtor-in-Possession. Post-bankruptcy, SunTel Communications, L.L.C., Debtor-in-Possession continues to hold the CARS station licenses listed on Exhibit A hereto and to operate the cable television systems using the subject CARS stations. Accordingly, SunTel Communications, L.L.C., Debtor-in-Possession meets the eligibility requirements of Section 78.13 of the Commission's rules.

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## APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

**SCHEDULE B. Control and Ownership Information** (The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)

**SECTION I. Control and Ownership**

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); and the Internal Revenue Service Employer Identification (E.I.) Number used by the entity (if the entity has no E.I. Number, use Social Security Number). If the entity is a nongovernmental corporation, indicate the state under whose laws the corporation is organized.

LEGAL NAME (If person, list last name first)			
SunTel Communications, L.L.C., Debtor-in-Possession			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶	E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPORATION ▶
	*	13-4029809	DE

Indicate applicant's members; partners; or owners (if a cooperative enterprise).

\*Limited Liability Company

LEGAL NAME (If person, list last name first)			
See Exhibit B-4			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶	E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPORATION ▶

LEGAL NAME (If person, list last name first)			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶	E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPORATION ▶

LEGAL NAME (If person, list last name first)			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶	E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPORATION ▶

(If additional space is needed, attach as Exhibit B-1 the requested information in the same format as above.)

	YES	NO
2. Is the applicant a cooperative enterprise wholly owned by cable television owners or operators?		X
3. Has the above-named applicant filed FCC Form 325 indicating all entities which either directly or indirectly control the applicant?		
If "YES," no further items in this section need be answered.		
N/A		
4. If the applicant is an unincorporated association or partnership, have the applicant's controlling members or partners filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling members or partners?		
N/A		
If "YES," attach as Exhibit B-2 a statement explaining which members or partners control the applicant; no further items in this section need be answered.		

5. If the answer to item 2 is "YES," have the controlling owners or operators of the cooperative enterprise filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling owners or operators?

N/A

YES NO

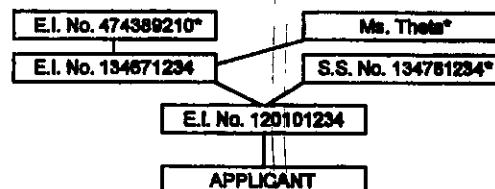
If "YES," attach as Exhibit B-3 a statement explaining which owners or operators control the applicant; no further items in this section need be answered.

6. If the applicant does not answer "YES" to item 3, 4, or 5:

Attach as Exhibit B-4 the information requested of the applicant in item one for each entity which either directly or indirectly controls the applicant. In addition, attach as Exhibit B-5 a detailed diagram of the "family tree" showing the direct or indirect control of the applicant, to and including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

## EXAMPLE

If the applicant is controlled by Partnership Alpha (E.I. No. 120101234) which in turn is controlled by Corporation Beta (E.I. No. 134671234) and by Mr. Dee (who has no E.I. No., but Social Security No. 134781234); and finally Mr. Cay (E.I. No. 474389210) and Ms. Theta (who has no E.I. No. and has elected not to provide her Social Security No.) control Corporation Beta, the diagram would be depicted as shown on the right:



\*Final controlling entities.

NOTE: Use the word "applicant," not the applicant's name. For controlling entities, use the E.I. No. If they have no E.I. No., use Social Security No. Use controlling entities name only if no E.I. No. or Social Security No. is given. Also, indicate the final controlling entities.

## SECTION II. Assignment of Authorization or Transfer of Control

Indicate the name, mailing address, and telephone number of the licensee.

LEGAL NAME OF APPLICANT (If person, list name first.) <b>SunTel Communications, L.L.C.</b>				
CONTINUE NAME HERE IF NEEDED				
ASSUMED NAME USED FOR DOING BUSINESS (If any)				
MAILING STREET ADDRESS OR P.O. BOX <b>3281 Racquet Club Drive, Suite B</b>				
CITY <b>Traverse City</b>	STATE <b>MI</b>	ZIP CODE <b>49684</b>	AREA CODE <b>(231)</b>	TELEPHONE NO. <b>932-7113</b>

Commission authorization is hereby requested for: (Check only one box)

☒ Assignment of CARS license. (pro forma) ☐ Transfer of control of CARS license.

Attached as Exhibit B-6 is a statement describing the proposed assignment or transfer of control. The assignment or transfer of control shall not be completed or become effective until authorization has been issued by the Commission.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE & IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.

Signature

Date

6/4/03

PRINT FULL NAME

Richard W. Ebersole

(Check appropriate classification.)

☐ Individual Applicant

☐ Member of Applicant Partnership

☒ Officer of Applicant Corporation

☐ Officer of Applicant Association

☐ Official of Applicant Governmental Entity

Limited Liability Company

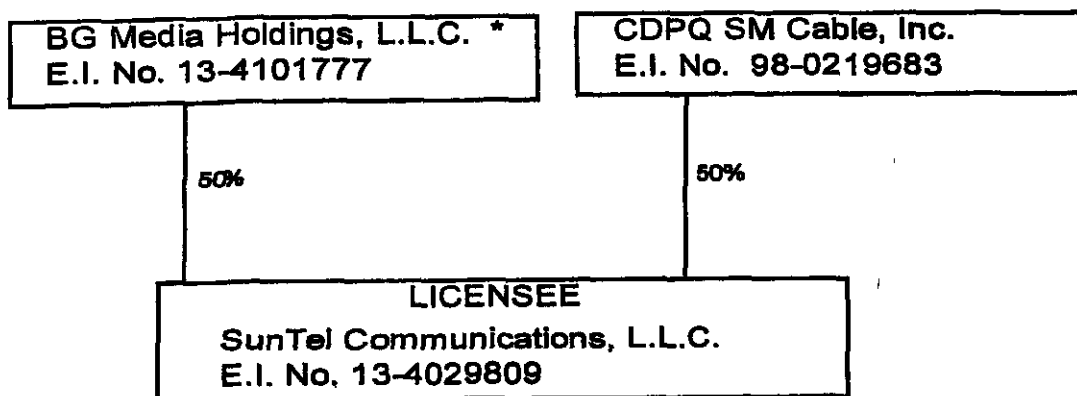
**EXHIBIT B-4**

<u>Legal Name</u>	<u>Entity Code</u>	<u>E.I./S.S.#</u>	<u>State of Incorp.</u>
BG Media Holdings, L.L.C.	*	13-4101777	NY
CDPQ SM Cable, Inc.	3	98-0219683	DE

\*Limited Liability Company

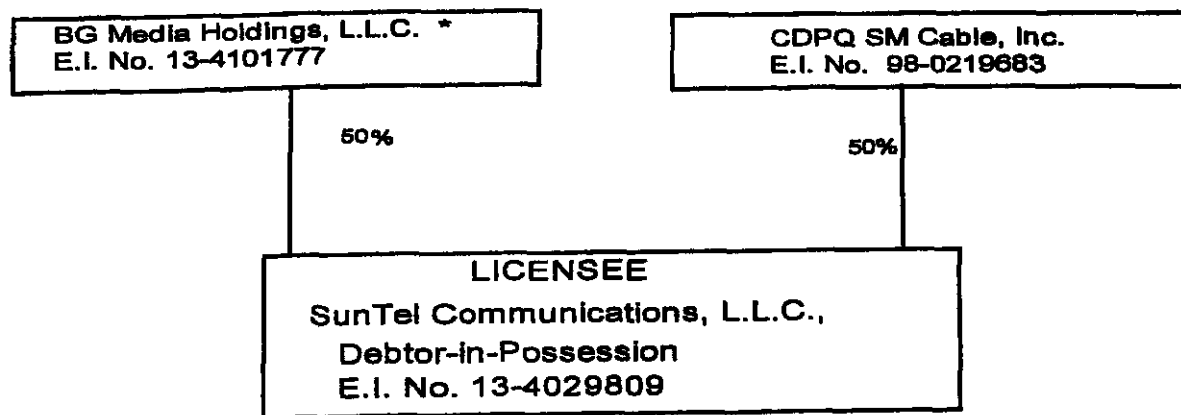
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**EXHIBIT B-5**  
**(Ownership Structure Before Transaction)**



\* Final controlling entity

**EXHIBIT B-5**  
**(Ownership Structure After Transaction)**



\* Final controlling entity

**EXHIBIT B-6**

**DESCRIPTION OF PROPOSED TRANSACTION**

On May 9, 2003, SunTel Communications, L.L.C. ("Licensee") filed a petition for relief under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court of the District of Delaware (see attached). Pursuant to that bankruptcy filing, the present application seeks FCC consent to the involuntary assignment of the CARS station licenses listed on Exhibit A hereto from the Licensee to SunTel Communications, L.L.C., Debtor-in-Possession. There is no change in corporate structure of the Licensee as a result of the above-referenced bankruptcy filing. Rather, the Licensee simply has become a debtor-in-possession.

Because this application covers involuntary assignments, this application is entitled to *pro forma* treatment and is not subject to the 30 day public notice period or the filing of Petitions to Deny. See Daniel Meister, Esq., Trustee in Bankruptcy: For Consent to the Involuntary Assignment of License of Station WNHC(AM), New Haven, Connecticut, 55 RR 2d 1241 (1984); In re Application of Dennis Elam, Chapter Seven Trustee for Bakcor Communications, Inc. and Bakke Communications, Inc., Assignor and Ramar Development, Inc., Assignee for Assignment of Licenses of KXTO(AM)/KKIK-FM, Lubbock, Texas, 8 FCC Rcd 5185, ¶ 5 (1993). The *pro forma* assignments do not violate any of the Commission's rules concerning prohibited cross-ownership interests. Grant of this application would serve the public interest by allowing the uninterrupted operation of the CARS stations listed at Exhibit A hereto and the continued service to the public provided thereby.



**ATTACHMENT TO EXHIBIT B-6**

**SunTel Communications, L.L.C. Bankruptcy Petition**

<b>FORM B1</b> <b>United States Bankruptcy Court</b> <b>District of Delaware</b>		<b>Voluntary Petition</b>														
<b>Name of Debtor (if individual, enter Last, First, Middle):</b> SunTel Communications, L.L.C.		<b>Name of Joint Debtor (Spouse) (Last, First, Middle):</b>														
<b>All Other Names used by the Debtor in the last 6 years</b> (include married, maiden, and trade names):		<b>All Other Names used by the Joint Debtor in the last 6 years.</b> (include married, maiden, and trade names):														
<b>Soc. Sec./Tax I.D. No. (if more than one, state all):</b> 13-4029809		<b>Soc. Sec./Tax I.D. No. (if more than one, state all):</b>														
<b>Street Address of Debtor (No. &amp; Street, City, State &amp; Zip Code):</b> 3281 Racquet Club Drive Suite B Traverse City, MI 49684		<b>Street Address of Joint Debtor (No. &amp; Street, City, State &amp; Zip Code):</b>														
<b>County of Residence or of the Principal Place of Business:</b> Grand Traverse		<b>County of Residence or of the Principal Place of Business:</b>														
<b>Mailing Address of Debtor (if different from street address):</b>		<b>Mailing Address of Joint Debtor (if different from street address):</b>														
<b>Location of Principal Assets of Business Debtor</b> (if different from street address above):																
<b>Information Regarding the Debtor (Check the Applicable Boxes)</b>																
<b>Venue (Check any applicable box)</b> <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																
<b>Type of Debtor (Check all boxes that apply)</b> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input checked="" type="checkbox"/> Other <u>Limited Liability Company</u>		<b>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)</b> <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding														
<b>Nature of Debts (Check one box)</b> <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		<b>Filing Fee (Check one box)</b> <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.														
<b>Chapter 11 Small Business (Check all boxes that apply)</b> <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)																
<b>Statistical/Administrative Information (Estimates only)</b> <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY														
<table style="width: 100%; border-collapse: collapse;"> <tr> <th style="text-align: left;">Estimated Number of Creditors</th> <th style="text-align: center;">1-15</th> <th style="text-align: center;">16-49</th> <th style="text-align: center;">50-99</th> <th style="text-align: center;">100-199</th> <th style="text-align: center;">200-999</th> <th style="text-align: center;">1000-over</th> </tr> <tr> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>			Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Estimated Number of Creditors	1-15		16-49	50-99	100-199	200-999	1000-over									
	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>									
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\$0 to \$50,000	\$50,001 to \$100,000															
<input type="checkbox"/>	<input type="checkbox"/>															

(Official Form 1) (9/01)

**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):

SunTel Communications, L.L.C.

FORM BL, Page 2

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)

Location

Where Filed: - None -

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

- None -

Case Number:

Date Filed:

District:

Relationship:

Judge:

**Signatures****Signature(s) of Debtor(s) (Individual/Join)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney

X

Signature of Attorney for Debtor(s)

Michael D. DeBaecke 3188

Printed Name of Attorney for Debtor(s)

Blank Rome LLP

Firm Name

1201 Market Street

Suite 800

Wilmington, DE 19801

Address

(302) 425-6400 Fax: (302) 425-6484

Telephone Number

May 8, 2003

Date

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Authorized Individual

Richard W. Eberhardt

Printed Name of Authorized Individual

Chief Financial Officer

Title of Authorized Individual

May 8, 2003

Date

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☒ Exhibit A is attached and made a part of this petition.**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X

Signature of Attorney for Debtor(s)

Date

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.☒ No**Signature of Non-Attorney Petition Preparer**

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

X

Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

**ANNEX A**

**LIST OF AFFILIATED DEBTORS**

On May 9, 2003, the following affiliated entities filed petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. Contemporaneously with the filing of these petitions, these entities filed a motion requesting that the Court administratively consolidate for procedural purposes only and jointly administer their chapter 11 cases.

- **Mallard Cablevision, LLC**
- **Mallard Holdings, Inc.**
- **SunTel Communications, LLC**
- **SM Cable Holdings, LLC**

United States Bankruptcy Court  
District of Delaware

In re SunTel Communications, L.L.C.

Debtor

Case No. \_\_\_\_\_

Chapter 11

**Exhibit "A" to Voluntary Petition**

1. If any of debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is N/A.
2. The following financial data is the latest available information and refers to debtor's condition on March 31, 2003.

a. Total assets	\$	<u>61,410,494.00</u>	
b. Total debts (including debts listed in 2.c., below)	\$	<u>22,899,116.00</u>	
c. Debt securities held by more than 500 holders.			Approximate number of holders
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
d. Number of shares of preferred stock		<u>0</u>	<u>0</u>
e. Number of shares of common stock		<u>58,323,244</u>	<u>0</u>

Comments, if any:

SunTel Communications, L.L.C. is a Delaware Limited Liability Company that offers equity in the form of membership units.

3. Brief description of debtor's business:  
The Debtors provide cable television services to non-metropolitan markets in eleven (11) states. The Debtors' consolidated cable television operation serves approximately 59,000 subscribers.
4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:  
CDPQ SM Cable, Inc.; BG Media Holdings, L.L.C.

**SUNTEL COMMUNICATIONS, LLC,  
A DELAWARE LIMITED LIABILITY COMPANY**

**Joint Action by Unanimous Consent in Writing of the  
Members and Managers of Suntel Communications, LLC**

Dated: \_\_\_\_\_, 2003

The undersigned, being all of the members and managers of SunTel Communications, LLC, a Delaware limited liability company (the "Company"), acting pursuant to the that certain Amended and Restated Limited Liability Company Agreement, dated as of March 1, 2000, as may have been subsequently amended, and applicable law, for the purpose of taking action without a meeting and waiving all notice with respect thereto, hereby consent to, adopt, and approve the following resolutions:

RESOLVED, that in the judgment of all of the members and managers of the Company, it is desirable and in the best interests of the Company, its creditors, interestholders, employees and other interested parties, that the Company commence a Chapter 11 case by filing a voluntary petition for relief under the provisions of Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §101 et seq. (the "Bankruptcy Code");

FURTHER RESOLVED, that the chief executive officer, and the chief financial officer (collectively, the "Authorized Filing Officers") be, and each of them acting singly, hereby is, authorized, empowered and directed for and in the name of and on behalf of the Company, to execute and verify or certify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") at such time as said Authorized Filing Officer executing the same shall determine (the "Chapter 11 Case");

FURTHER RESOLVED that Richard Ebersole shall serve as the Company's chief executive officer and as a member of the Board of Managers, as well as the Company's chief financial officer and treasurer;

FURTHER RESOLVED, that the Board of Managers of the Company shall consist henceforth of the following three (3) persons: Richard Ebersole, Earl Macomber and J. William Grimes;

FURTHER RESOLVED, that each of the Authorized Filing Officers, and such other officers of the Company as any such Authorized Filing Officer shall from time to time designate, be and each of them acting singly, hereby is, authorized, empowered and directed, for and in the name of and on behalf of the Company, to execute and file all petitions, schedules, lists and other papers, and to take any and all action that any Authorized Filing Officer may deem necessary, proper or desirable in connection with the Chapter 11 Case, with a view of the successful prosecution of the Chapter 11 Case;